

AGENDA
CORPORATIONS COMMITTEE

PORTOLA HOTEL & SPA
2 PORTOLA PLAZA
REDWOOD I ROOM
MONTEREY, CA 93940

Friday, September 26, 2008
9:30 a.m. to 12:00 p.m.

I. ADMINISTRATIVE MATTERS [5 MIN.]

1. Opening remarks and announcements: Mathews
2. Approval of Minutes – September 5 meeting: Sostrin

II. AGENCY AND LIAISONS' REPORTS [15 MIN.]

1. Securities and Exchange Commission: Pollack
2. Department of Corporations: Monahan
3. Secretary of State: Vlaanderen
4. Office of Governmental Affairs: Bercovitch
5. BLS Committee liaison reports
 - ADR: Harmon
 - Cyberspace Law: Thompson
 - Financial Institutions: Occhiolini
 - Non-Profit Corporations: Froch/Deming
 - Partnerships and LLCs: Flanagan
 - UCC: Ortmeyer
 - Agribusiness: Wood
 - Insolvency: Serepca
 - Executive Committee: Hazen

III. ONGOING PROJECTS [30 MIN.]

1. Venture Capital Opinion Report: Burt/Peters/Hernand/Harmon

IV. SUBCOMMITTEE REPORTS [60 MIN.]

1. Legislation: Britt

- AB 2944 Amendment to Section 309: Britt/Wood/Hernand/Harmon/Delfino/Occhiolini/Deibert
 - SB 1550 Climate Change Disclosure Standards: Britt/Mathews/Ortmeyer/Hernand
 - Passed Senate; Amended and passed Assembly. Senate refused to concur in amendment.
 - Potential ALP re: Householding: Mathews/Britt
 - Submitted to OGA by Steve Hazen.
 - Potential ALP re: 301.5 and 25219 (“Name Change”): Hernand/Sorensen/Britt
 - Submitted to OGA by Steve Hazen.
 - Corporation Regulation Clean-up Comment Letter: Britt
 - Submitted to Department of Corporations on 8/24/08.
 - Name Change Comment Letter: Britt/Sorensen/Hernand
 - Submitted to Department of Corporations on 6/5/08.
 - SB 294 Subcommittee Report: Harmon/Occhiolini/Deibert/Hernand
 - Legislation Update: Britt
2. Communications/Website: Deibert
- Website Subcommittee: Deibert/Wood/Harmon/Ortmeyer/Occhiolini
 - E-bulletin Topics: Deibert/Ortmeyer/Hernand
 - AB 2944 follow-up: Britt
 - New over-the-counter rules: Peters
 - Western Filter case: Ortmeyer
 - Business Entity Names: Thompson/Mathews
 - Other Ideas
3. Education/Publications: Dibble
- Webinars
 - Comparison of Fiduciary Duties of For-Profit and Non-Profit Corporation Directors – on hold
 - Other Webinars
 - Annual Meeting Program – Update on Corporate Law Developments: Dibble/Britt/Flanagan/Crandall
 - SEI Program Topics

- Other Program Topics
 - BLN Article (due 9/30/08)
4. Corporate Law Departments Report: Ortmeier
 5. Litigation: Ortmeier
 - Western Filter Corp. v. Argan – Survival of reps & warranties
 - People v. Cole: Ortmeier/Deibert/Britt (potential ALP)

V. ONGOING PROJECTS [20 MIN.]

1. Business Entity Name Issues: Thompson/Mathews
2. Privilege Issues
 - ABA Task Force on Attorney-Client Privilege: Froch
 - Proposed Change to FAS 5: Wood/Hazen
 - S. 3217: Wood
 - Letter to Sen. Feinstein sent 9/10/08
 - Office of Rural Legal Assistance: Deibert

VI. NEW BUSINESS [5 MIN.]

VII. YEAR END WRAP-UP [15 MIN.]